

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

MOTION FOR ADMISSION PRO HAC VICE

Case Number: 11-cv-723 ADM/JSM

Case Title: US Securities and Exchange Commission v. Quan et al

Affidavit of Movant

I, George E. Warner, Jr., an active member in good standing of the bar of the U.S. District Court for the District of Minnesota, request that this Court admit pro hac vice **Jonathan T. Shepard**, an attorney admitted to practice and currently in good standing in the U.S. District Court for (please identify ONE specific district to which the attorney is admitted) Southern District of New York, but not admitted to the bar of this court, who will be counsel for Movants/Intervenors **Topwater Exclusive Fund III, LLC, Freestone Low Volatility Partners, LP, and Freestone Low Volatility Qualified Partners LP** in the case listed above. I am aware that the local rules of this court require that an active Minnesota resident, unless the court grants a motion for a non-Minnesota resident to serve as local counsel, who is a member in good standing of the bar of this court participate in the preparation and presentation of the case listed above, and accept service of all papers served.

Check one of the following:

☒ I am a resident of the State of Minnesota, and agree to participate in the preparation and the presentation of the case above and accept service of all papers served as required by LR 83.5(d) (sign and complete information below).

☐ I am not a resident of the State of Minnesota and hereby move for permission to act as local counsel under LR 83.5(d). I agree to participate in the preparation and the presentation of the case listed above, and accept service of all papers served as required by LR 83.5(d) should my motion for a non-resident to serve as local counsel be granted by the court (sign and complete information below and attach a completed Motion for Permission for a Non-Resident to Serve as Local Counsel).

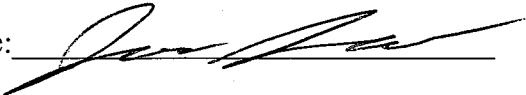
Signature: s/George E. Warner, Jr. Date: February 6, 2013

MN Attorney License #: 0222719

Affidavit of Proposed Admittee

I, Jonathan T. Shepard, am currently a member in good standing of the U.S. District Court for the (please identify ONE specific district to which you are admitted) Southern District of New York, but am not admitted to the bar of this court. I understand that if this Court grants me admission

LR 83.5(d). I further understand that the District of Minnesota is an electronic court and that I consent to service required by Fed. R. Civ. P. 77 by electronic means and I understand that electronic notice will be in lieu of service by mail unless the Court learns that a failure has occurred in which case service will be effected by mail within 24 hours.

Signature:  Date: 2/6/13

Typed Name: Jonathan T. Shepard

Attorney License Number: 4057337 issued by the State of New York

Law Firm Name: Pryor Cashman LLP

Law Firm Address: 7 Times Square

New York, New York 10036

Main phone: (212) 421-4100

Direct line: (212) 326-0496

E-mail address: jshepard@pryorcashman.com

This motion must be converted to a PDF and then electronically filed in the case. The Pro Hac Vice motion fee of \$100 must be paid when filing this motion in CM/ECF through Pay.gov. **You will not be able to complete the filing of this motion without paying the motion fee through Pay.gov.** Pay.gov is an electronic system of the U.S. Department of the Treasury that allows users to make secure electronic payments to federal government agencies. Payments can be made directly from a checking or savings account or by using a credit or debit card.

Also please note that if the motion is granted, the newly admitted pro hac vice attorney will be automatically emailed a login and password for CM/ECF.

For questions, please contact the Attorney Admissions Clerk at (651) 848-1100.